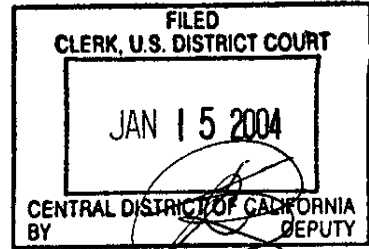


Kenneth J. Guido, California Bar No. 040020
 Plaintiff's Trial Counsel
 Securities and Exchange Commission
 450 Fifth Street, N.W.
 Washington, DC 20549-0911
 Telephone: (202) 942-7933
 Facsimile: (202) 942-9581



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**UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA**

**SECURITIES AND EXCHANGE
 COMMISSION,**

Plaintiff,

vs.

**LEON JORDAN II,
 JORDAN ENTERPRISES, LLC,
 JORDAN HOLDINGS, LLC,
 RAYMOND BROWN, AND
 RAY BROWN & ASSOCIATES,
 Defendants,**

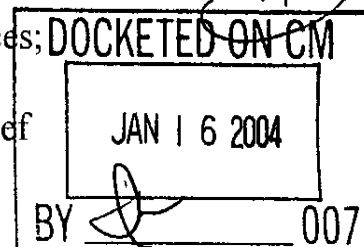
and

**SHEILA S. JORDAN
 Relief Defendant.**

Case No.: CV. 02-9889 PA (CTx)

**CONSENT JUDGMENT OF
 DEFENDANTS LEON JORDAN II,
 JORDAN ENTERPRISES, LLC, AND
 JORDAN HOLDINGS, LLC AND
 RELIEF DEFENDANT SHEILA S.
 JORDAN**

The Securities and Exchange Commission having filed a
 Complaint and Defendants Leon Jordan II, Jordan Enterprises LLC,
 Jordan Holding LLC ("Defendants") and Relief Defendant Sheila S.
 Jordan ("Relief Defendant") having entered general appearances;
 consented to the Court's jurisdiction over Defendants and Relief



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CLERK, U.S. DISTRICT COURT
 CENTRAL DIST. OF CALIF.
 LOS ANGELES

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2 Defendant and the subject matter of this action; consented to entry of this
3 Final Judgment without admitting or denying the allegations of the
4 Complaint (except as to jurisdiction); waived findings of fact and
5 conclusions of law; and waived any right to appeal from this Final
6 Judgment:
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10 **I.**

11 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED**

12 **THAT** the Consent Judgment with respect to Defendants Leon Jordan II,
13 Jordan Enterprises, LLC, Jordan Holdings, LLC, and Relief Defendant
14 Sheila S. Jordan; is hereby entered.
15

16 **II.**

17 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED**

18 **THAT** Defendants Leon Jordan II, Jordan Enterprises, LLC, and Jordan
19 Holdings, LLC, their agents, servants, employees, attorneys, assigns, and
20 all persons in active concert or participation with them who receive
21 actual notice of this Final Judgment by personal service or otherwise are
22 permanently restrained and enjoined from violating Section 17(a) of the
23 Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by
24 the use of any means or instruments of transportation or communication
25 in interstate commerce or by use of the mails, directly or indirectly:
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3 (a) to employ any device, scheme, or artifice to defraud;
4 (b) to obtain money or property by means of any untrue statement of a
5 material fact or any omission of a material fact necessary in order to
6 make the statements made, in light of the circumstances under which they
7 were made, not misleading; or
8
9 (c) to engage in any transaction, practice, or course of business which
10 operates or would operate as a fraud or deceit upon the purchaser.
11

12 **III.**

13 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED**
14 **THAT** Defendants Leon Jordan II, Jordan Enterprises, LLC, and Jordan
15 Holdings, LLC, their agents, servants, employees, attorneys, assigns, and
16 all persons in active concert or participation with them who receive
17 actual notice of this Final Judgment by personal service or otherwise are
18 permanently restrained and enjoined from making use of the mails or any
19 means or instrumentality of interstate commerce to effect any
20 transactions in, or to induce or attempt to induce the purchase or sale of,
21 any security, without being registered as a broker and/or dealer pursuant
22 to Section 15(b) of the Exchange Act, 15 U.S.C. § 78o(b), in violation of
23 Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1).
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IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED

THAT Defendants Leon Jordan II, Jordan Enterprises, LLC, and Jordan Holdings, LLC, are jointly and severally liable for \$900,000 in disgorgement and \$30,329.30 in prejudgment interest representing profits gained as a result of the conduct alleged in the Complaint (said amounts to be reduced by the amounts paid by the Brown Defendants in disgorgement and prejudgment interest), and of this amount, Relief Defendant Sheila S. Jordan is individually liable for \$390,000 in disgorgement and \$13,142.70 in prejudgment interest representing the moneys she received from the Defendant Jordan that had been obtained from the proceeds of the Defendants' conduct described in the Complaint.

V.

IT IS FURTHER ORDERED ADJUDGED AND DECREED

THAT the Defendants and Relief Defendant, as partial payment of their financial obligations under this Order shall cause the title of the following property to be transferred to the Clerk of the Court within thirty (30) days or such other date as the Court orders:

(a) Real Property located at 10555 Greenacre Drive Rancho

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Cucamonga, California 91730;

(b) 2002 Cadillac registered to Sheila S. Jordan in the state of California, vin number 1GYEK63N92R285462, California license plate number 4YPA546; and

© The amount of money contained in bank accounts frozen pursuant to this Court's Order of March 6, 2003, presently approximately \$100,000.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED

THAT Defendant Leon Jordan II, shall pay a third tier civil money penalty of \$125, 000 authorized by Section 20(d)(2) of the Securities Act, 15 U.S.C. §77t(d)(2), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3); and 17 C.F.R. § 201.1002, setting inflation adjustment calculation. The Commission will submit for the Court's consideration proposed orders setting forth the proper disposition of such funds.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED

THAT Jordan Defendants and Relief Defendant shall partially satisfy their financial obligations set forth in paragraph IV by paying the

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3 amounts ordered and transferring the assets ordered in Paragraph V
4 within thirty business days and set forth in paragraph VI within thirty
5 business days of the Order setting the amount of civil money penalties to
6 the Clerk of this Court, or other person designated by the Court, together
7 with a cover letter identifying the payor as a Defendants and/or Relief
8 Defendant in this action; setting forth the title and civil action number of
9 Defendant in this action; setting forth the title and civil action number of
10 this action and the name of this Court; and specifying that payment or
11 transfer is made pursuant to this Final Judgment.
12

13 **VIII.**

14 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED**

15 **THAT** Defendants Leon Jordan II, Jordan Enterprises, LLC, Jordan
16 Holdings, LLC, and Relief Defendant Sheila S. Jordan shall
17 simultaneously transmit photocopies of all payments or transfers of assets
18 made pursuant to this Order with a copy of the cover letter to the
19 Commission's counsel in this action.
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22 **IX.**

23 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED**

24 **THAT** Defendants Leon Jordan II, Jordan Enterprises, LLC, Jordan
25 Holdings, LLC, and Relief Defendant Sheila S. Jordan relinquish all legal
26 and equitable right, title, and interest in the funds (disgorgement,
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3 pre judgment interest, and civil money penalties) ordered to be paid by
4 this Order, and/or funds or assets frozen pursuant to paragraph IV of this
5 Court's Order of March 6, 2003, including, but not limited to, the assets
6 and funds described in paragraph V of this Order, and no part of the
7 funds or assets shall be returned to Defendants or Relief Defendant.
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10 **X.**

11 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED THAT**

12 any person or entity who receives notice of this Order that holds assets of
13 any kind in which the Defendants or Relief Defendants hold or have a
14 legal or beneficial interest shall notify the CLERK, UNITED STATES
15 DISTRICT COURT FOR THE SOUTHERN DISTRICT OF
16 CALIFORNIA that such assets are being held by said person. If the
17 assets in the form of cash on deposit with said person or entity, a check to
18 the Court's registry in the amount of funds on deposit with said person or
19 entity drawn to the order of "CLERK, UNITED STATES DISTRICT
20 COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA." The
21 check should bear on its face the caption "SEC V. JORDAN, ET AL.
22 CIVIL ACTION NO. 02 cv 9889 PA (CTx)" and be transmitted to the
23 Clerk under cover of a letter to the Office of the Clerk, United States
24 District Court for the Central District of California, United States Federal
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2 Courthouse, 312 North Spring Street, Los Angeles, CA, 90012 which
3 identifies that it is money to which the Defendants or Relief Defendants
4 in this action have a legal or beneficial right, and the caption and case
5 number of this action. Copies of the notice or check and accompanying
6 cover letter shall be transmitted to counsel for the Commission, Kenneth
7 J. Guido, Esq., Assistant Chief Litigation Counsel, 450 Fifth Street,
8 N.W., Washington, D.C. 20549-0911.
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12 **XI.**

13 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED**

14 **THAT** the Clerk shall deposit all funds received pursuant to this Order
15 into an interest bearing account with the Court Registry Investment
16 System ("CRIS"). These funds, together with any interest and income
17 earned thereon (collectively, the "Fund"), shall be held by the CRIS until
18 further order of the Court. In accordance with the guidelines set by the
19 Director of the Administrative Office of the United States Courts, the
20 Clerk is directed, without further order of this Court, to deduct from the
21 income earned on the money in the Fund a fee equal to ten percent of the
22 income earned on the Fund. Such fee shall not exceed that authorized by
23 the Judicial Conference of the United States. The Commission may by
24 motion propose a plan to distribute the Fund subject to the Court's
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2 approval. Such a plan may provide that Fund shall be distributed
3 pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-
4 Oxley Act of 2002. Regardless of whether any such Fair Fund
5 distribution is made, amounts ordered to be paid as civil penalties
6 pursuant to this Judgment shall be treated as penalties paid to the
7 government for all purposes, including all tax purposes.
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11 **XII.**

12 **IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND**
13 **DECREED** that the Consent is incorporated herein with the same force
14 and effect as if fully set forth herein, and that Defendant shall comply
15 with all of the undertakings and agreements set forth therein.
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17 **XIII.**

18 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED**
19 **THAT** the Court retains jurisdiction of this action in accordance with the
20 principles of equity and the Federal Rules of Civil Procedure in order to
21 implement and carry out the terms of all orders and decrees that may be
22 entered, or to entertain any suitable application or motion for additional
23 relief within the jurisdiction of this Court.
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XIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED

THAT there being no just cause for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment against Defendants and Relief Defendant forthwith and without further notice.

SO ORDERED.

Dated: 1/14, ²⁰⁰⁴~~2003~~



United States District

Judge